

SOTHEBYS HOLDINGS INC  
Form SC 13D/A  
February 18, 2003

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 22)\*

SOTHEBY'S HOLDINGS, INC.

-----  
(Name of Issuer)

CLASS A LIMITED VOTING COMMON STOCK

-----  
(Title of Class of Securities)

835898107

-----  
(CUSIP Number)

Linda S. Martinson, Esq. (212) 583-2000  
767 Fifth Avenue, 49th Floor, New York, NY 10153

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

February 5, 2003

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with this statement [ ].

(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1746 (12-91)

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Amendment Number 22 to Schedule 13D (continued)

CUSIP No. 835898107

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Capital Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS  
2 (C) OR 2 (E) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 211,000
	8	SHARED VOTING POWER 14,634,200
	9	SOLE DISPOSITIVE POWER 211,000
	10	SHARED DISPOSITIVE POWER 14,634,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,845,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.0%

14 TYPE OF REPORTING PERSON\*

HC, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 22 to Schedule 13D (continued)

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
BAMCO, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS  
2(C) OR 2(E) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 13,619,100
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 13,619,100

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
13,619,100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
30.3%

14 TYPE OF REPORTING PERSON\*  
  
IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 22 to Schedule 13D (continued)

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS  
2(C) OR 2(E) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 211,000
	8	SHARED VOTING POWER 1,015,100
	9	SOLE DISPOSITIVE POWER 211,000
	10	SHARED DISPOSITIVE POWER 1,015,100

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,226,100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.7%

14 TYPE OF REPORTING PERSON\*

IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 22 to Schedule 13D (continued)

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Asset Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS  
2 (C) OR 2 (E) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 13,000,000
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 13,000,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.9%

14 TYPE OF REPORTING PERSON\*

IV, OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 22 to Schedule 13D (continued)

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1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ronald Baron

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(C) OR 2(E) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 211,000
	8	SHARED VOTING POWER 14,634,200
	9	SOLE DISPOSITIVE POWER 211,000
	10	SHARED DISPOSITIVE POWER 14,634,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,845,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.0%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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Item 1. Security and Issuer

(a) Name of Issuer:

SOTHEBY'S HOLDINGS, INC.

(b) Address of Issuer's Principal Executive Offices:

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500 North Woodward Avenue, Suite 100  
Bloomfield Hills, MI 48304

- (c) Title and Class of Securities:  
Class A Limited Voting Stock

Item 2. Identity and Background

- (a) Name:  
Baron Capital Group, Inc. ('BCG')  
BAMCO, Inc. ('BAMCO')  
Baron Capital Management, Inc. ('BCM')  
Baron Asset Fund ('BAF')  
Ronald Baron
- (b) Business Address:  
767 Fifth Avenue  
New York, NY 10153
- (c) Present Principal Employment:  
BCG: Holding company  
BAMCO: Investment adviser  
BCM: Investment adviser  
BAF: Registered investment company  
Ronald Baron: Chairman and CEO: BCG, BAMCO, BCM and BAF  
767 Fifth Avenue  
New York, NY 10153
- (d) Record of Convictions:  
No material change.
- (e) Record of Civil Proceedings:  
No material change.
- (f) Citizenship:  
No material change.

- Item 3. Source and Amount of Funds or Other Consideration  
No material change

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- Item 4. Purpose of Transaction  
No material change.

Item 5. Interest in Securities of the Issuer

- (a) Amount and percentage beneficially owned:
- |               |            |       |
|---------------|------------|-------|
| BCG:          | 14,845,200 | 33.0% |
| BAMCO:        | 13,619,100 | 30.3% |
| BCM:          | 1,226,100  | 2.7%  |
| BAF:          | 13,000,000 | 28.9% |
| Ronald Baron: | 14,845,200 | 33.0% |
- (b) Number of shares as to which such person has:
- (i) sole power to vote or direct the vote:
- |               |         |
|---------------|---------|
| BCG:          | 211,000 |
| BAMCO:        | 0       |
| BCM:          | 211,000 |
| BAF:          | 0       |
| Ronald Baron: | 211,000 |
- (ii) shared power to vote or direct the vote:
- |               |            |
|---------------|------------|
| BCG:          | 14,634,200 |
| BAMCO:        | 13,619,100 |
| BCM:          | 1,015,100  |
| BAF:          | 13,000,000 |
| Ronald Baron: | 14,634,200 |
- (iii) sole power to dispose or to direct the disposition:
- |      |         |
|------|---------|
| BCG: | 211,000 |
|------|---------|

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BAMCO:	0
BCM:	211,000
BAF:	0
Ronald Baron:	211,000

(iv) shared power to dispose or direct the disposition:

BCG:	14,634,200
BAMCO:	13,619,100
BCM:	1,015,100
BAF:	13,000,000
Ronald Baron:	14,634,200

\*Reporting Persons may be deemed to share power to vote and dispose of shares referred to herein as a result of control relationships (BCG and Ronald Baron with respect to all of the shares; BAMCO with respect to its advisory clients' shares) and pursuant to investment advisory relationships with advisory clients. Reporting Persons disclaim beneficial ownership of the shares for which they share power.

(c) A schedule of transactions effected in the last 60 days is attached hereto.

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(d) Ownership of More than Five Percent on Behalf of Another Person:  
No material change.

(e) Ownership of Less than Five Percent:  
Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer  
No material change.

Item 7. Material to be Filed as Exhibits  
Exhibit 99 - 60 days of trading.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2003

Baron Capital Group, Inc., BAMCO, Inc.,  
Baron Capital Management, Inc. and Baron Asset  
Fund

By:  
/s/ Ronald Baron

\_\_\_\_\_  
Ronald Baron, Chairman and CEO

Ronald Baron, Individually  
By:

/s/ Ronald Baron  
\_\_\_\_\_



Ronald Baron